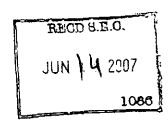
1385355



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Numb	er:3235-0076						
Expires: April 30, 2008							
Estimated A	verage burden						
hours per re	esponse 16.00						
SEC	USE ONLY						
Prefix	Serial						
DAT	E RECEIVED						

Name of Offering ( check if this is an a	mendment and name ha	s changed, and	indicate c	hange.)		<del></del>		
Lehman Crossroads Fund XVIII – Mid – c	ap Buyout, L.P. (Priva	te Offering)						
Filing Under (Check box(es) that apply):  Type of Filing: New Filing	Rule 504 [	Rule 505	X	Rule 506	☐ Section 4	(6)	☐ ULOE	
	A. B	ASIC IDENTI	FICATIO	N DATA		LOUIL BOOK HOUR BOOK		
1. Enter the information requested about the	ssuer							
Name of Issuer ( check if this is an amendment and name has changed, and indicate (hange.)  07068187								
Lehman Crossroads Fund XVIII - Mid -ca	p Buyout, L.P.							
Address of Executive Offices	(Number	and Street, City	, State, 2	ip Code)	Telephone Nur	nber (Inclu	ding Area Code)	
325 North St. Paul Street, Suite 4900, Dalla	s, Texas 75201				(214) 647-9500			
Address of Principal Business Operations (if different from Executive Offices)	(Number	and Street, City	, State, Z	ip Code)	Telephone Nur	nber (Inclu	ding Area Code)	
Brief Description of Business Invest	ment Partnership	•	<del></del>					
Type of Business Organization					<del></del>		PROCESO	
☐ corporation	imited partnership, already formed				other (please specify):			
business trust	limited partnership,	to be formed				÷	<b>D JUN 2 2 2007</b>	
Actual or Estimated Date of Incorporation or Jurisdiction of Incorporation or Organization:	ū	Month 0 3		Year 6 n for State	⊠ Actual	☐ Estima	PROCESSEL  D JUN 2 2 2007  THOMSON FINANCIAL	
	CN for Canada; FN fo						D E	

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SE

#### Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and tat hav adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state req the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate state accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicted on the filing of a federal notice.

SEC 1972(5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form Jisplays a currently valid OMB control number.

ities of the issuer;
eneral and/or anaging Partner
eneral and/or anaging Partner
eneral and/or lanaging Partner
eneral and/or lanaging Partner
eneral and/or lanaging Partner
eneral and/or lanaging Partner
eneral and/or lanaging Partner

.

<u></u>					
	. 10 4 6		TIFICAT ION DATA		
	on requested for the f	-			
•	-	r has been organized within the	•		ander and state of the state of
		•	he vote or cisposition of, 10% o		• •
			te general and managing partne	rs of partnership issu	ers; and
	managing partner of p	_			Па . и
Check Box(es) that Apply:  Full Name (Last name first, if	Promoter individual	LJ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
•	iliuly idual)				
Horowitz, Ruth Business or Residence Addres	c (Number and Stee	at City State 7 in Code)			
	,				
c/o Lehman Brothers Inc., 3		v York, NY 10022			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	E xecutive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Tutrone, Anthony D.					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
c/o Lehman Brothers Inc., 39	99 Park Avenue, Nev	v York, NY 10022			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		•	•	
Stonberg, David					
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			,
c/o Lehman Brothers Inc., 3	99 Park Avenue , Ne	w York, NY 10022			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	·-	<del> </del>	· <del></del>	
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	E) ecutive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)		· · ·	•	
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)	<del>*************************************</del>	•	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
Charle Danie (1) d. 1 d. 1		П n			По
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or  Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					В.	INFORM	IATION	ABOU'' (	FFERIN	G					
														Yes	No
i.	Has the issue	r sold, or de	oes the issu	er intend to	sell, to no	naccredited	investors	in this offer	ing?		·			Ц	$\boxtimes$
			nswer also		-	. •									
-	What is the m *subject to w				ccepted fro	m any indi	vidual?							. \$ <u>5,00</u> Yes	0,000 <del>*</del> No
	•		-											X	
•	Does the offe														
•	Enter the inf remuneration agent of a bro to be listed ar	for solicita ker or deal	ation of pur ler registere	chasers in o d with the	connection SEC and/or	with sales of with a state	of securitie e or states,	s in the off list the nar	ering. If a property and the branch	person to booker or dea	e listed is a aler. If mor	n associate e than five	d person or		
ull	Name (Last na	me first, if	individual)				• • • • • • • • • • • • • • • • • • • •	<del></del> -		<del> </del>	<del></del>			<u>.</u>	
æhi	nan Brothers	Inc.													
3usi	ness or Reside	nce Addres	s (Number	and Street,	City State,	Zip Code)				,					
746	Seventh Aven	ua Naw V	ork NV 10	010											
_	e of Associate			017						•					
State	s in Which Pe	rson Listed	Has Solici	ted or Inten	ds to Solic	it Purchase	rs								<del></del>
	(Check "A	II States" o	r check ind	ividual Stat	:cs)					.,		***************************************	$\square$	All S	tates
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	(FL)	[GA]	[HI]	[ID]		
	(IL) (MT)	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]		
	(RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
ull	Name (Last na	ıme first, if	indiviđual)	l											
3usi	ness or Reside	nce Addres	s (Number	and Street,	City State,	Zip Code)									
Vam	e of Associate	d Broker o	r Dealer								·				
State	s in Which Pe	rson Listed	Has Solici	ted or Inten	ds to Solic	it Purchase	S	<del></del>			<del>,</del>				
	(Check "A	Il States" o	r check ind	ividual Stat	es)									All St	ates
	` [AL]	[AK]	(AZ)	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
	(IL)	[IN]	[IA]	[KS]	[KY]	[LA]	[ME] [NY]	[MD]	[MA] [ND]	[MI]	[MN]	[MS]	[MO]		
	[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[MM] [UT]	[VT]	[NC] [VA]	[WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
ull	Name (Last na	ıme first, if	'individual)												
₹nsi	ness or Reside	nce Addres	s (Number	and Street	City State	Zin Code)		<del></del>				<u> </u>			
			. (1 12/11001	,	ony onem,	2.p cowe,									
√am	e of Associate	d Broker o	r Dealer												
State	s in Which Pe	rson Listed	Has Solicit	ted or Inten	ds to Solic	it Purchaser	rs								
	(Check "A	II States" o	r check ind	ividual Stat	es)			************			*************			All Sta	ates
	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]		
	[IL]	[IN]	(IA)	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
	[MT] (RI)	[NE]	[NV]	[NH] ITNI	[NJ]	[NM] (UT)	[NY] (VT)	[NC] [VA]	[ND] [WA]	[OH]	[OK] [Wi]	[OR] (WY)	[PA] [PR]		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

 I.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\Delta\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	- -			
	Type of Security	Aggregate Offering Price		Απ	ount Already Sold
	Debt	\$ <u>-0-</u>	_	<b>S</b>	-0
	Equity	\$ <u>-0-</u>	_	<b>s</b>	-0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$0-	_	<b>s</b>	-0
		\$57,250,000		\$57,	250,000
	Other (Specify:		_	\$	-0
	Total	\$57,250,000		<u>\$57</u>	,250,000
<u>l</u> .	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" is answer is "none" or "zero."	;			
		Number Investors		Do	Aggregate ollar Amount of Purchases
	Accredited Investors	3	_	<u>\$</u>	<u>57,250,000</u>
	Non-accredited Investors	0	_	\$	0
	Total (for filings under Rule 504 only)	N/A	_	\$_	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C- Question 1.				
	Type of offering	Type of Securi	ty	D	ollar Amount Sold
	Rule 505	N/A	_	<b>s</b>	N/A
	Regulation A	N/A	_	<b>s</b>	N/A
	Rule 504			\$	N/A
	Total	N/A	_	<b>s</b>	N/A
<b>\$</b> .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	1			
	Transfer Agent's Fees			<b>s</b>	00
	Printing and Engraving Costs		X	<b>s</b>	3,984.00
	Legal Fees.		X	<b>s</b>	1,884.00
	Accounting Fees			\$	0
	Engineering Fees			<b>s</b>	0
	Sales Commissions (specify finders' fees separately)			\$	0
	Other Expenses (identify)			\$	0

Total

\_\_\_\_\_\_\_X <u>\$ 5,868.00</u>

	and total expenses furnished in response to Part	C - Question 4.a. This difference is the "adjusted gross		\$ <u>57,</u>	<u>244,132</u>
i.	of the purposes shown. If the amount for any pu to the left of the estimate. The total of the payr	pose is not known, furnish an estima e and check the box nents listed must equal the adjusted gross proceeds to the			
				Payments to Officers, Directors, and Affiliates	Payments to Others
	Salaries and fees		X	\$ 364,094.10	□ <b>s</b>
	Purchase of real estate			<b>s</b>	□ s
	Purchase, rental or leasing and installation of ma-	chinery and equipment		<b>s</b>	□ <b>s</b>
	Construction or leasing of plant buildings and fac	ilities		<b>s</b>	□s
				<b>s</b>	□ s
	Repayment of indebtedness			<b>s</b>	□ s
	Working capital			<b>S</b>	S
	Other (specify): Investments			s	X \$56,880,038
	Column Totals		X	\$_364,094.10	× 556,880,038
	Total Payments Listed (column totals added)			<b>⊠s</b> <u>57,</u>	244,132
2)	The adjusted gross proceeds to the Issu	er listed in 4(b) above, less the General Parti			ee will be used to
	and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."  Indicate below the amount of the adjusted gross proceeds to the issuer used or propose I to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estima e and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.  Payments to Officers, Directors, and Affiliates to Othe Salaries and fees.  Purchase of real estate.  Purchase, rental or leasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a meriter)  S S56,880,03  Other (specify): Investments.				
	ssuer has duly caused this notice to be signed by the	e undersigned duly authorized person. If this notice is file	d unde	er Rule 505, the follo	owig signature constitutes
n u	idertaking by the issuer to furnish to the U.S. Secu- ion-accredited investor pursuant to paragraph (b)(2	of Rule 502.	S Stan	, are unormation rui	misned by the issuer to
n u ny	non-accredited investor pursuant to paragraph (b)(2	of Rule 502.	5 Start		missied by the issuer to
n u iny ssuc Leh	non-accredited investor pursuant to paragraph (b)(2 or (Print or Type) man Crossroads Fund XVIII – Mid – cap	of Rule 502.		Date	missica by the issuer to
n w ny ssuc æh Buy	non-accredited investor pursuant to paragraph (b)(2 or (Print or Type) man Crossroads Fund XVIII – Mid – cap out, L.P.	of Rule 502.		Date	missice by the issuer to

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Brothers Private Fund Management, LP, the general partner

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE		
			Yes No	0
1.	Is any party described in 17 CFR 230.252(c), (d	), (e) or (f) presently subject to any of the disqualification provisions of such rule	? □ 🖸	<u>₹</u>
		See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to fur such times as required by state law.	nish to any state administrator of any state in which this notice is filed, a notice o	n Form D (17 CFR 239.500	) at
3.	The undersigned issuer hereby undertakes to fur	mish to the state administrators, upon written request, information furnished by the	issuer to offerees.	
4.		er is familiar with the conditions that must be satisfied to be entitled to the Uniford and understands that the issuer claiming the availability of this exemption has		
	e issuer has read this notification and knows the coson.	ontents to be true and has duly causedthis notice to be signed on its behalf by the t	indersigned duly authorized	
Issu	uer (Print or Type)	Signature Date		
	nman Crossroads Fund XVIII – Mid – cap yout, L.P.	June [].	2007	
Nar	ne (Print or Type)	Title (Print or Type)	<del></del>	
Sco	ett Christiansen	Vice President of Lehman Brother; Private Fund Management GP, LLC Brothers Private Fund Management, LP, the general partner	, the general partner of Lel	hman

# Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				APP	ENDIX				
1	to non-a	d to sell accredited rs in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	***************************************	Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK							ļ. <u></u>		
AZ									
AR									
CA									
СО									
СТ									
DE		x	Partnership Interests \$57,250,000	1	\$46,750,000	0	0		Х
DC									
FL									
GA									
HI									
ID									
IL									
IN	<u> </u>								
lA									
KS	<u></u>								
кү									
LA									
ME									ļ <u>-</u>
MD									<u></u>
MA									
МІ									
MN									
MS							<u> </u>		
мо									
MT									

				APF	PENDIX					
1		2	3		4					
-	Intended to non-a investor	d to sell accredited rs in State 1-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Dis unde (if Type of investor and ex amount purchased in State wa		Disquali under Sta (if yes, explana explana waiver g		lification tate ULOE s, attach nation of granted) E-Item 1)	
State	Yes	No	(rate tem )	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
	163	110		Investors	Amount	Investors	Amount		140	
NE								<u> </u>		
NV										
NH										
NJ					<del></del>					
NM								•		
NY	·						<u> </u>	······································		
NC								-		
ND										
ОН						ļ		· · · · · · · · · · · · · · · · · · ·		
ок										
OR										
PA		х	Partnership Interests \$57,250,000	1	\$500,000.00	0	0		X	
RI										
SC										
SD										
TN										
TX								,		
UT										
VT										
VA										
WA					-					
wv							<u> </u>			
WI				,						
WY										
PR	L	L		l		<u> </u>	<u>I</u>	<u> </u>	<u> </u>	

